

ASG CONSOLIDATED LLC

COMPENSATION COMMITTEE CHARTER

Adopted May 7, 2010

1. Designation and Membership

1.1 The Board of Directors (the “Board”) of ASG Consolidated LLC (the “Company”), will appoint from among its members a Compensation Committee (the “Committee”) as provided for in Section 7.14 of the Second Amended and Restated Limited Liability Company Agreement of ASG Consolidated LLC (the “LLC Agreement”).

1.2 The Committee will consist of at least three members of the Board, one of whom shall be a “GSO Director” (as defined in the LLC Agreement) and the others of whom shall be appointed by a majority of the Board. In addition, the chief executive officer of the Company shall be an *ex officio*, non-voting member of the Compensation Committee, but shall not participate in deliberations of the Compensation Committee relating to his compensation and benefits.

1.3 The Board will designate one Committee member to serve as the Chairman of the Committee.

2. Purposes. The primary purposes of the Committee are to:

2.1 Assist the Board in fulfilling its responsibilities relating to the design, administration and oversight of employee compensation programs and benefit plans.

2.2 Assist the Board in discharging its duties relating to compensation of the Company’s directors and executive officers.

2.3 Assist the Board in its review the performance of the Company’s Chief Executive Officer.

3. Duties and Responsibilities

3.1 The Committee shall conduct meetings as it deems necessary or advisable and shall recommend to the Board for approval:

- (a) Annual base and incentive compensation, benefit plans and perquisites for directors, the chief executive officer and executive officers, including performance targets and incentive awards.

- (b) Procedures for reviewing the performance of the Company's executive officers.
- (c) Annual performance criteria for the Chief Executive Officer.
- (d) Annual performance goals to be used in the executive and Company bonus plans.
- (e) Action to disgorge Chief Executive Officer and Chief Financial Officer compensation to the extent required by law if the Company is required to restate its financial statements as a result of misconduct.
- (f) The adoption and amendment of employee compensation programs and benefit plans.

3.2 The Committee shall further:

- (a) Evaluate the annual performance of the Chief Executive Officer.
- (b) Review the Company's succession planning for executive officers.
- (c) Monitor the Company's compliance with prohibitions on loans to directors and executive officers.
- (d) Review the design, administration and effectiveness of the Company's compensation programs and benefit plans for employees who are not executive officers of the Company.
- (e) Exercise all authority, if any, delegated by the Board to the Committee under any equity incentive compensation plan adopted by the Company.
- (f) Obtain advice and assistance from internal and external legal, accounting, and other advisors or consultants as necessary or advisable to assist in the evaluation of compensation and benefit plans.
- (g) Retain a consulting firm to assist in the evaluation of director, Chief Executive Officer or senior executive compensation if the Committee in its discretion determines that the firm's services are advisable and on terms and conditions the Committee determines.
- (h) Periodically review all compensation and benefit plans and perquisites.

- (i) Review and approve the Compensation Committee Report for the Company's annual report to securityholders, to the extent applicable.
- (j) Delegate to a subcommittee any of its duties as it deems necessary or advisable.
- (k) Perform such other functions as may be assigned by the Board from time to time.
- (l) Annually evaluate the performance of the Committee.